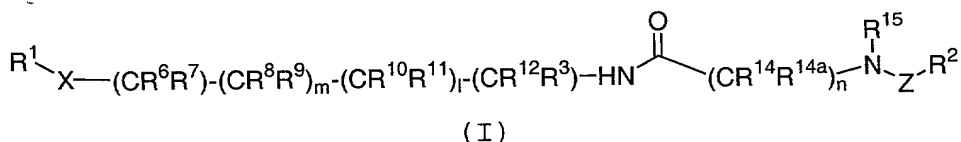


Claims:

1. A compound of Formula (I)



or a stereoisomer or a pharmaceutically acceptable salt thereof, wherein:

10 Z is selected from a bond, -C(O)-, -C(O)NH-, -C(S)NH-, -SO₂-, and -SO₂NH-;

X is selected from -NR¹⁷-, -O-, -S-, and -CHR¹⁶NR¹⁷-;

15 R¹ is selected from a C₆₋₁₀ aryl group substituted with 0-5 R⁴ and a 5-10 membered heteroaryl system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R⁴;

20 R² is selected from a C₆₋₁₀ aryl group substituted with 0-5 R⁵ and a 5-10 membered heteroaryl system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R⁵;

25 R³ is selected from H, (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{3d}, (CRR)_qS(O)_pR^{3d}, (CRR)_rC(O)R^{3b}, (CRR)_qNR^{3a}R^{3a}, (CRR)_rC(O)NR^{3a}R^{3a}, (CRR)_rC(O)NR^{3a}OR^{3d}, (CRR)_qSO₂NR^{3a}R^{3a}, (CRR)_rC(O)OR^{3d}, a (CRR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{3e}, and a
30 (CRR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e};

with the proviso that R³ is not H if R⁶ is H;

alternatively, R^3 and R^{12} join to form a C_{3-6} cycloalkyl substituted with 0-2 R^{3g} , a C_{5-6} lactam substituted with 0-2 R^{3g} , or a C_{5-6} lactone substituted with 0-2 R^{3g} ;

5

R^{3a} , at each occurrence, is independently selected from H, methyl substituted with 0-1 R^{3c} , C_{2-6} alkyl substituted with 0-3 R^{3e} , C_{3-8} alkenyl substituted with 0-3 R^{3e} , C_{3-8} alkynyl substituted with 0-3 R^{3e} , $(CH_2)_r C_{3-6}$ cycloalkyl, a $(CH_2)_r C_{3-10}$ carbocyclic residue substituted with 0-5 R^{3e} , and a $(CH_2)_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e} ;

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R^{3b} , at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{3e} , C_{2-8} alkenyl substituted with 0-3 R^{3e} , C_{2-8} alkynyl substituted with 0-3 R^{3e} , a $(CH_2)_r C_{3-6}$ carbocyclic residue substituted with 0-2 R^{3e} , and a $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e} ;

20

R^{3c} is independently selected from $-C(O)R^{3b}$, $-C(O)OR^{3d}$, $-C(O)NR^{3f}R^{3f}$, and $(CH_2)_r$ phenyl;

25

R^{3d} , at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{3e} , C_{3-6} alkenyl substituted with 0-3 R^{3e} , C_{3-6} alkynyl substituted with 0-3 R^{3e} , a C_{3-10} carbocyclic residue substituted with 0-3 R^{3e} , and a $(CH_2)_r$ -5-6 membered

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heterocyclic system containing 1-4 heteroatoms
selected from N, O, and S, substituted with 0-3 R^{3e};

R^{3e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈
5 alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I,
CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH,
(CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{3f}R^{3f}, and (CH₂)_rphenyl;

R^{3f}, at each occurrence, is selected from H, C₁₋₆ alkyl,
10 and C₃₋₆ cycloalkyl;

R^{3g} is selected from (CHR)_qOH, (CHR)_qSH, (CHR)_qOR^{3d},
(CHR)_qS(O)_pR^{3d}, (CHR)_rC(O)R^{3b}, (CHR)_qNR^{3a}R^{3a},
(CHR)_rC(O)NR^{3a}R^{3a}, (CHR)_rC(O)NR^{3a}OR^{3d},
15 (CHR)_qSO₂NR^{3a}R^{3a}, (CHR)_rC(O)OR^{3d}, and a (CHR)_r-C₃₋₁₀
carbocyclic residue substituted with 0-5 R^{3e};

R, at each occurrence, is independently selected from H,
C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆
20 cycloalkyl, (CHR)_rC(O)NR^{3a}R^{3a}, and (CHR)_rC(O)OR^{3d}, and
(CH₂)_rphenyl substituted with R^{3e};

R⁴, at each occurrence, is selected from C₁₋₈ alkyl, C₂₋₈
alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, Br,
25 I, F, NO₂, CN, (CR'R')_rNR^{4a}R^{4a}, (CR'R')_rOH,
(CR'R')_rO(CR'R')_rR^{4d}, (CR'R')_rSH, (CR'R')_rC(O)H,
(CR'R')_rS(CR'R')_rR^{4d}, (CR'R')_rC(O)OH,
(CR'R')_rC(O)(CR'R')_rR^{4b}, (CR'R')_rC(O)NR^{4a}R^{4a},
(CR'R')_rNR^{4f}C(O)(CR'R')_rR^{4b}, (CR'R')_rC(O)O(CR'R')_rR^{4d},
30 (CR'R')_rOC(O)(CR'R')_rR^{4b},
(CR'R')_rNR^{4f}C(O)O(CR'R')_rR^{4d}, (CR'R')_rOC(O)NR^{4a}R^{4a},
(CR'R')_rNR^{6a}C(S)NR^{6a}(CR'R')_rR^{6d},
(CR'R')_rNR^{4a}C(O)NR^{4a}R^{4a}, (CR'R')_rC(=NR^{4f})NR^{4a}R^{4a},

$(CR'R')_rNHC(=NR^{4f})NR^{4f}R^{4f}$, $(CR'R')_rS(O)_p(CR'R')_rR^{4b}$,
 $(CR'R')_rS(O)_2NR^{4a}R^{4a}$, $(CR'R')_rNR^{6f}S(O)_2NR^{6a}R^{6a}$,
 $(CR'R')_rNR^{4f}S(O)_2(CR'R')_rR^{4b}$, C₁₋₆ haloalkyl, C₂₋₈
 alkenyl substituted with 0-3 R', C₂₋₈ alkynyl
 substituted with 0-3 R', and (CR'R')_rphenyl
 substituted with 0-3 R^{4e};

alternatively, two R⁴ on adjacent atoms on R¹ may join to
 form a cyclic acetal;

R^{4a}, at each occurrence, is independently selected from H,
 methyl substituted with 0-1R^{4g}, C₂₋₆ alkyl
 substituted with 0-2 R^{5e}, C₃₋₈ alkenyl substituted
 with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2 R^{5e},
 a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with
 0-5 R^{4e}, and a (CH₂)_r-5-10 membered heterocyclic
 system containing 1-4 heteroatoms selected from N,
 O, and S, substituted with 0-2 R^{4e};

R^{4b}, at each occurrence, is selected from C₁₋₆ alkyl
 substituted with 0-2 R^{5e}, C₃₋₈ alkenyl substituted
 with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2 R^{5e},
 a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-3
 R^{4e}, and a (CH₂)_r-5-6 membered heterocyclic system
 containing 1-4 heteroatoms selected from N, O, and
 S, substituted with 0-2 R^{4e};

R^{4d}, at each occurrence, is selected from C₃₋₈ alkenyl
 substituted with 0-2 R^{5e}, C₃₋₈ alkynyl substituted
 with 0-2 R^{5e}, methyl, CF₃, C₂₋₆ alkyl substituted
 with 0-3 R^{4e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue
 substituted with 0-3 R^{4e}, and a (CH₂)_r-5-6 membered
 heterocyclic system containing 1-4 heteroatoms
 selected from N, O, and S, substituted with 0-3 R^{4e};

R^{4e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{4f}R^{4f}, and (CH₂)_rphenyl;

R^{4f}, at each occurrence, is selected from H, C₁₋₅ alkyl, and C₃₋₆ cycloalkyl, and phenyl;

R^{4g} is independently selected from -C(O)R^{4b}, -C(O)OR^{4d}, -C(O)NR^{4f}R^{4f}, and (CH₂)_rphenyl;

R⁵, at each occurrence, is selected from C₁₋₈ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, Br, I, F, NO₂, CN, (CR'R')_rNR^{5a}R^{5a}, (CR'R')_rOH, (CR'R')_rO(CR'R')_rR^{5d}, (CR'R')_rSH, (CR'R')_rC(O)H, (CR'R')_rS(CR'R')_rR^{5d}, (CR'R')_rC(O)OH, (CR'R')_rC(O)(CR'R')_rR^{5b}, (CR'R')_rC(O)NR^{5a}R^{5a}, (CR'R')_rNR^{5f}C(O)(CR'R')_rR^{5b}, (CR'R')_rC(O)O(CR'R')_rR^{5d}, (CR'R')_rOC(O)(CR'R')_rR^{5b}, (CR'R')_rNR^{5f}C(O)O(CR'R')_rR^{5d}, (CR'R')_rOC(O)NR^{5a}R^{5a}, (CR'R')_rNR^{5a}C(O)NR^{5a}R^{5a}, (CR'R')_rC(=NR^{5f})NR^{5a}R^{5a}, (CR'R')_rNHC(=NR^{5f})NR^{5f}R^{5f}, (CR'R')_rS(O)_p(CR'R')_rR^{5b}, (CR'R')_rS(O)₂NR^{5a}R^{5a}, (CR'R')_rNR^{5a}S(O)₂NR^{5a}R^{5a}, (CR'R')_rNR^{5f}S(O)₂(CR'R')_rR^{5b}, C₁₋₆ haloalkyl, C₂₋₈ alkenyl substituted with 0-3 R', C₂₋₈ alkynyl substituted with 0-3 R', and (CR'R')_rphenyl substituted with 0-3 R^{5e};

alternatively, two R⁵ on adjacent atoms on R² may join to form a cyclic acetal;

R^{5a}, at each occurrence, is independently selected from H, methyl substituted with 0-1 R^{5g}, C₂₋₆ alkyl substituted with 0-2 R^{5e}, C₃₋₈ alkenyl substituted with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2 R^{5e},

a $(\text{CH}_2)_r\text{-C}_{3-10}$ carbocyclic residue substituted with 0-5 $\text{R}^{5\text{e}}$, and a $(\text{CH}_2)_r\text{-5-10}$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 $\text{R}^{5\text{e}}$;

5 $\text{R}^{5\text{b}}$, at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-2 $\text{R}^{5\text{e}}$, C_{3-8} alkenyl substituted with 0-2 $\text{R}^{5\text{e}}$, C_{3-8} alkynyl substituted with 0-2 $\text{R}^{5\text{e}}$, a $(\text{CH}_2)_r\text{C}_{3-6}$ carbocyclic residue substituted with 0-3 $\text{R}^{5\text{e}}$, and a $(\text{CH}_2)_r\text{-5-6}$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 $\text{R}^{5\text{e}}$;

10 $\text{R}^{5\text{d}}$, at each occurrence, is independently selected from C_{3-8} alkenyl substituted with 0-2 $\text{R}^{5\text{e}}$, C_{3-8} alkynyl substituted with 0-2 $\text{R}^{5\text{e}}$, methyl, CF_3 , C_{2-6} alkyl substituted with 0-3 $\text{R}^{5\text{e}}$, a $(\text{CH}_2)_r\text{-C}_{3-10}$ carbocyclic residue substituted with 0-3 $\text{R}^{5\text{e}}$, and a $(\text{CH}_2)_r\text{-5-6}$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 $\text{R}^{5\text{e}}$;

15 $\text{R}^{5\text{e}}$, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(\text{CH}_2)_r\text{C}_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(\text{CF}_2)_r\text{CF}_3$, $(\text{CH}_2)_r\text{OC}_{1-5}$ alkyl, OH, SH, $(\text{CH}_2)_r\text{SC}_{1-5}$ alkyl, $(\text{CH}_2)_r\text{NR}^{5\text{f}}\text{R}^{5\text{f}}$, and $(\text{CH}_2)_r\text{phenyl}$;

20 $\text{R}^{5\text{f}}$, at each occurrence, is selected from H, C_{1-5} alkyl, and C_{3-6} cycloalkyl, and phenyl;

25 $\text{R}^{5\text{g}}$ is independently selected from $-\text{C}(\text{O})\text{R}^{5\text{b}}$, $-\text{C}(\text{O})\text{OR}^{5\text{d}}$, $-\text{C}(\text{O})\text{NR}^{5\text{f}}\text{R}^{5\text{f}}$, and $(\text{CH}_2)_r\text{phenyl}$;

R', at each occurrence, is selected from H, C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, and (CH₂)_rphenyl substituted with R^{5e};

5 R⁶, is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{6d}, (CRR)_qS(O)_pR^{6d}, (CRR)_rC(O)R^{6b}, (CRR)_rNR^{6a}R^{6a}, (CRR)_rC(O)NR^{6a}R^{6a}, (CRR)_rC(O)NR^{6a}OR^{6d}, (CRR)SO₂NR^{6a}R^{6a}, (CRR)_rC(O)OR^{6d}, a (CRR)_r-C₃₋₁₀ carbocyclic residue
10 substituted with 0-5 R^{6e}, and a (CRR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

alternatively, R⁶ and R⁷ join to form a C₃₋₆ cycloalkyl
15 substituted with 0-2 R^{6g}, a 5-6 membered ring lactam substituted with 0-2 R^{6g}, or a 5-6 membered ring lactone substituted with 0-2 R^{6g};

R^{6a}, at each occurrence, is independently selected from H,
20 methyl, C₂₋₆ alkyl substituted with 0-3 R^{6e}, C₃₋₈ alkenyl substituted with 0-3 R^{6e}, C₃₋₈ alkynyl substituted with 0-3 R^{6e}, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{6e}, and a (CH₂)_r-5-10 membered heterocyclic system
25 containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

R^{6b}, at each occurrence, is independently selected from
C₁₋₆ alkyl substituted with 0-3 R^{6e}, C₂₋₈ alkenyl
30 substituted with 0-3 R^{6e}, C₂₋₈ alkynyl substituted with 0-3 R^{6e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{6e}, and a (CH₂)_r-5-6 membered

heterocyclic system containing 1-4 heteroatoms
selected from N, O, and S, substituted with 0-3 R^{6e};

R^{6d}, at each occurrence, is independently selected from H,
methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{6e},
C₃₋₆ alkenyl substituted with 0-3 R^{6e}, C₃₋₆ alkynyl
substituted with 0-3 R^{6e}, a C₃₋₁₀ carbocyclic residue
substituted with 0-3 R^{6e}, and a (CH₂)_{r-5-6} membered
heterocyclic system containing 1-4 heteroatoms
selected from N, O, and S, substituted with 0-3 R^{6e};

R^{6e}, at each occurrence, is independently selected from
C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆
cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃,
(CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅
alkyl, (CH₂)_rNR^{6f}R^{6f}, and (CH₂)_rphenyl;

R^{6f}, at each occurrence, is independently selected from H,
C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

R^{6g} is selected from (CHR)_qOH, (CHR)_qSH, (CHR)_qOR^{6d},
(CHR)_qS(O)_pR^{6d}, (CHR)_rC(O)R^{6b}, (CHR)_qNR^{6a}R^{6a},
(CHR)_rC(O)NR^{6a}R^{6a}, (CHR)_rC(O)NR^{6a}OR^{6d},
(CHR)_qSO₂NR^{6a}R^{6a}, (CHR)_rC(O)OR^{6d}, and a (CHR)_r-C₃₋₁₀
carbocyclic residue substituted with 0-5 R^{6e};

R⁷, is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆
alkynyl, (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{7d},
(CRR)_qS(O)_pR^{7d}, (CRR)_rC(O)R^{7b}, (CRR)_rNR^{7a}R^{7a},
(CRR)_rC(O)NR^{7a}R^{7a}, (CRR)_rC(O)NR^{7a}OR^{7d},
(CRR)_qSO₂NR^{7a}R^{7a}, (CRR)_rC(O)OR^{7d}, a (CRR)_r-C₃₋₁₀
carbocyclic residue substituted with 0-5 R^{7e}, and a

(CRR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

5 R^{7a}, at each occurrence, is independently selected from H, methyl, C₂₋₆ alkyl substituted with 0-3 R^{7e}, C₃₋₈ alkenyl substituted with 0-3 R^{7e}, C₃₋₈ alkynyl substituted with 0-3 R^{7e}, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5
10 R^{7e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

R^{7b}, at each occurrence, is independently selected from
15 C₁₋₆ alkyl substituted with 0-3 R^{7e}, C₂₋₈ alkenyl substituted with 0-3 R^{7e}, C₂₋₈ alkynyl substituted with 0-3 R^{7e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{7e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms
20 selected from N, O, and S, substituted with 0-3 R^{7e};

R^{7d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{7e}, C₃₋₆ alkenyl substituted with 0-3 R^{7e}, C₃₋₆ alkynyl
25 substituted with 0-3 R^{7e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{7e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

30 R^{7e}, at each occurrence, is independently selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃,

(CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{7f}R^{7f}, and (CH₂)_rphenyl;

R^{7f}, at each occurrence, is independently selected from H,
5 C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

R⁸ is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, (CRR)_rOH, (CRR)_rSH, (CRR)_rOR^{8d},
(CRR)_rS(O)_pR^{8d}, (CRR)_rC(O)R^{8b}, (CRR)_rNR^{8a}R^{8a},
10 (CRR)_rC(O)NR^{8a}R^{8a}, (CRR)_rC(O)NR^{8a}OR^{8d},
(CRR)_rSO₂NR^{8a}R^{8a}, (CRR)_rC(O)OR^{8d}, a (CRR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{8e}, and a
(CRR)_r-5-10 membered heterocyclic system containing
1-4 heteroatoms selected from N, O, and S,
15 substituted with 0-3 R^{8e};

alternatively, R⁸ and R⁹ join to form a C₃₋₆ cycloalkyl
substituted with 0-2 R^{8g}, a 5-6 membered ring lactam
substituted with 0-2 R^{8g}, or a 5-6 membered ring
20 lactone substituted with 0-2 R^{8g};

R^{8a}, at each occurrence, is independently selected from H,
methyl, C₂₋₆ alkyl substituted with 0-3 R^{8e}, C₃₋₈ alkenyl substituted with 0-3 R^{8e}, C₃₋₈ alkynyl
25 substituted with 0-3 R^{8e}, (CH₂)_rC₃₋₆ cycloalkyl, a
(CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{8e}, and a (CH₂)_r-5-10 membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

30 R^{8b}, at each occurrence, is independently selected from
C₁₋₆ alkyl substituted with 0-3 R^{8e}, C₂₋₈ alkenyl substituted with 0-3 R^{8e}, C₂₋₈ alkynyl substituted

with 0-3 R^{8e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{8e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

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R^{8d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{8e}, C₃₋₆ alkenyl substituted with 0-3 R^{8e}, C₃₋₆ alkynyl substituted with 0-3 R^{8e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{8e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

10

R^{8e}, at each occurrence, is independently selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{8f}R^{8f}, and (CH₂)_rphenyl;

15

R^{8f}, at each occurrence, is independently selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

20

R^{8g} is selected from (CHR)_qOH, (CHR)_qSH, (CHR)_qOR^{8d}, (CHR)_qS(O)_pR^{8d}, (CHR)_rC(O)R^{8b}, (CHR)_qNR^{8a}R^{8a}, (CHR)_rC(O)NR^{8a}R^{8a}, (CHR)_rC(O)NR^{8a}OR^{8d}, (CHR)_qSO₂NR^{8a}R^{8a}, (CHR)_rC(O)OR^{8d}, and a (CHR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{8e};

25

R⁹ is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, (CRR)_rOH, (CRR)_rSH, (CRR)_rOR^{9d}, (CRR)_rS(O)_pR^{9d}, (CRR)_rC(O)R^{9b}, (CRR)_rNR^{9a}R^{9a}, (CRR)_rC(O)NR^{9a}R^{9a}, (CRR)_rC(O)NR^{9a}OR^{9d},

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(CRR)_rSO₂NR^{9a}R^{9a}, (CRR)_rC(O)OR^{9d}, a (CRR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{9e}, and a (CRR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e};

R^{9a}, at each occurrence, is independently selected from H, methyl, C₂₋₆ alkyl substituted with 0-3 R^{9e}, C₃₋₈ alkenyl substituted with 0-3 R^{9e}, C₃₋₈ alkynyl substituted with 0-3 R^{9e}, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{9e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e};

R^{9b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-3 R^{9e}, C₂₋₈ alkenyl substituted with 0-3 R^{9e}, C₂₋₈ alkynyl substituted with 0-3 R^{9e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{9e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e};

R^{9d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{9e}, C₃₋₆ alkenyl substituted with 0-3 R^{9e}, C₃₋₆ alkynyl substituted with 0-3 R^{9e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{9e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e};

R^{9e}, at each occurrence, is independently selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{9f}R^{9f}, and (CH₂)_rphenyl;

R^{9f}, at each occurrence, is independently selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

R¹⁰ is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, (CRR)_rOH, (CRR)_rSH, (CRR)_rOR^{10d}, (CRR)_rS(O)_pR^{10d}, (CRR)_rC(O)R^{10b}, (CRR)_rNR^{10a}R^{10a}, (CRR)_rC(O)NR^{10a}R^{10a}, (CRR)_rC(O)NR^{10a}OR^{10d}, (CRR)_rSO₂NR^{10a}R^{10a}, (CRR)_rC(O)OR^{10d}, a (CRR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{10e}, and a (CRR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e};

alternatively, R¹⁰ and R¹¹ join to form a C₃₋₆ cycloalkyl substituted with 0-2 R^{10g}, a 5-6 membered ring lactam substituted with 0-2 R^{10g}, or a 5-6 membered ring lactone substituted with 0-2 R^{10g};

R^{10a}, at each occurrence, is independently selected from H, methyl, C₂₋₆ alkyl substituted with 0-3 R^{10e}, C₃₋₈ alkenyl substituted with 0-3 R^{10e}, C₃₋₈ alkynyl substituted with 0-3 R^{10e}, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{10e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e};

R¹¹, is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, (CRR)_rOH, (CRR)_rSH, (CRR)_rOR^{11d}, (CRR)_rS(O)_pR^{11d}, (CRR)_rC(O)R^{11b}, (CRR)_rNR^{11a}R^{11a}, (CRR)_rC(O)NR^{11a}R^{11a}, (CRR)_rC(O)NR^{11a}OR^{11d}, (CRR)_rSO₂NR^{11a}R^{11a}, (CRR)_rC(O)OR^{11d}, a (CRR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{11e}, and a (CRR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11a}, at each occurrence, is independently selected from H, methyl, C₂₋₆ alkyl substituted with 0-3 R^{11e}, C₃₋₈ alkenyl substituted with 0-3 R^{11e}, C₃₋₈ alkynyl substituted with 0-3 R^{11e}, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{11e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-3 R^{11e}, C₂₋₈ alkenyl substituted with 0-3 R^{11e}, C₂₋₈ alkynyl substituted with 0-3 R^{11e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{11e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{11e}, C₃₋₆ alkenyl substituted with 0-3 R^{11e}, C₃₋₆ alkynyl substituted with 0-3 R^{11e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{11e}, and a

(CH₂)_{r-5-6} membered heterocyclic system containing
1-4 heteroatoms selected from N, O, and S,
substituted with 0-3 R^{11e};

R^{11e}, at each occurrence, is independently selected from
C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆
cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃,
(CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅
alkyl, (CH₂)_rNR^{11f}R^{11f}, and (CH₂)_rphenyl;

R^{11f}, at each occurrence, is independently selected from
H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

R¹² is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆
alkynyl, (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{12d},
(CRR)_qS(O)_pR^{12d}, (CRR)_rC(O)R^{12b}, (CRR)_rNR^{12a}R^{12a},
(CRR)_rC(O)NR^{12a}R^{12a}, (CRR)_rC(O)NR^{12a}OR^{12d},
(CRR)_qSO₂NR^{12a}R^{12a}, (CRR)_rC(O)OR^{12d}, a (CRR)_r-C₃₋₁₀
carbocyclic residue substituted with 0-5 R^{12e}, and a
(CRR)_{r-5-10} membered heterocyclic system containing
1-4 heteroatoms selected from N, O, and S,
substituted with 0-3 R^{12e};

R^{12a}, at each occurrence, is independently selected from
H, methyl, C₂₋₆ alkyl substituted with 0-3 R^{12e}, C₃₋₈
alkenyl substituted with 0-3 R^{12e}, C₃₋₈ alkynyl
substituted with 0-3 R^{12e}, (CH₂)_rC₃₋₆ cycloalkyl, a
(CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5
R^{12e}, and a (CH₂)_{r-5-10} membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R^{12e};

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R^{12b}, at each occurrence, is independently selected from
C₁₋₆ alkyl substituted with 0-3 R^{12e}, C₂₋₈ alkenyl
substituted with 0-3 R^{12e}, C₂₋₈ alkynyl substituted
with 0-3 R^{12e}, a (CH₂)_r-C₃₋₆ carbocyclic residue
5 substituted with 0-2 R^{12e}, and a (CH₂)_r-5-6 membered
heterocyclic system containing 1-4 heteroatoms
selected from N, O, and S, substituted with 0-3 R^{12e};

R^{12d}, at each occurrence, is independently selected from
10 H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3
R^{12e}, C₃₋₆ alkenyl substituted with 0-3 R^{12e}, C₃₋₆
alkynyl substituted with 0-3 R^{12e}, a C₃₋₁₀
carbocyclic residue substituted with 0-3 R^{12e}, and a
15 (CH₂)_r-5-6 membered heterocyclic system containing
1-4 heteroatoms selected from N, O, and S,
substituted with 0-3 R^{12e};

R^{12e}, at each occurrence, is independently selected from
C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆
20 cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃,
(CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅
alkyl, (CH₂)_rNR^{12f}R^{12f}, and (CH₂)_rphenyl;

R^{12f}, at each occurrence, is selected from H, C₁₋₆ alkyl,
25 and C₃₋₆ cycloalkyl;

R¹⁴ and R^{14a} are independently selected from H, and C₁₋₄
alkyl substituted with 0-1 R^{14b},

30 alternatively, R¹⁴ and R^{14a} can join to form a C₃₋₆
cycloalkyl;

R^{14b}, at each occurrence, is independently selected from
-OH, -SH, -NR^{14c}R^{14c}, -C(O)NR^{14c}R^{14c}, -NHC(O)R^{14c} and
phenyl;

5 R^{14c} is selected from H, C₁₋₄ alkyl and C₃₋₆ cycloalkyl;

R¹⁵ is selected from H, C₁₋₄ alkyl, and C₃₋₆ cycloalkyl;

10 R¹⁶ is selected from H, C₁₋₄ alkyl substituted with 0-3
R^{16a}, and C₃₋₆ cycloalkyl substituted with 0-3 R^{16a};

R^{16a} is selected from C₁₋₄ alkyl, -OH, -SH, -NR^{16c}R^{16c},
-C(O)NR^{16c}R^{16c}, and -NHC(O)R^{16c};

15 R^{16c} is selected from H, C₁₋₄ alkyl and C₃₋₆ cycloalkyl;

R¹⁷ is selected from H, C₁₋₄ alkyl, and C₃₋₄ cycloalkyl;

20 n is selected from 1 and 2;

l is selected from 0 and 1;

m is selected from 0 and 1;

25 p, at each occurrence, is selected from 0, 1, or 2;

q, at each occurrence, is selected from 1, 2, 3, or 4;
and

30 r, at each occurrence, is selected from 0, 1, 2, 3, or 4.

2. A compound of claim 1, wherein

35 Z is selected from a bond, -C(O)-, -C(O)NH-, -C(S)NH-,
-SO₂-, and -SO₂NH-;

X is selected from -NR¹⁷-, -O-, -S-, and -CHR¹⁶NR¹⁷-;

R¹ is selected from a C₆₋₁₀ aryl group substituted with
0-5 R⁴ and a 5-10 membered heteroaryl system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R⁴;

R² is selected from a C₆₋₁₀ aryl group substituted with
0-5 R⁵ and a 5-10 membered heteroaryl system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R⁵;

R³ is selected from (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{3d},
(CRR)_qS(O)_pR^{3d}, (CRR)_rC(O)R^{3b}, (CRR)_qNR^{3a}R^{3a},
(CRR)_rC(O)NR^{3a}R^{3a}, (CRR)_rC(O)NR^{3a}OR^{3d},
(CRR)_qSO₂NR^{3a}R^{3a}, (CRR)_rC(O)OR^{3d}, a (CRR)_r-C₃₋₁₀
carbocyclic residue substituted with 0-5 R^{3e}, and a
(CRR)_r-5-10 membered heterocyclic system containing
1-4 heteroatoms selected from N, O, and S,
substituted with 0-3 R^{3e};

alternatively, R³ and R¹² join to form a C₃₋₆ cycloalkyl
substituted with 0-2 R^{3g}, a C₅₋₆ lactam substituted
with 0-2 R^{3g}, or a C₅₋₆ lactone substituted with 0-2
R^{3g};

R^{3a}, at each occurrence, is independently selected from H,
methyl substituted with 0-1 R^{3c}, C₂₋₆ alkyl
substituted with 0-3 R^{3e}, C₃₋₈ alkenyl substituted
with 0-3 R^{3e}, C₃₋₈ alkynyl substituted with 0-3 R^{3e},
(CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic
residue substituted with 0-5 R^{3e}, and a (CH₂)_r-5-10
membered heterocyclic system containing 1-4
heteroatoms selected from N, O, and S, substituted
with 0-3 R^{3e};

R^{3b} , at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{3e} , C_{2-8} alkenyl substituted with 0-3 R^{3e} , C_{2-8} alkynyl substituted with 0-3 R^{3e} , a $(CH_2)_r$ - C_{3-6} carbocyclic residue substituted with 0-2 R^{3e} , and a $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e} ;

10 R^{3c} is independently selected from $-C(O)R^{3b}$, $-C(O)OR^{3d}$, $-C(O)NR^{3f}R^{3f}$, and $(CH_2)_r$ phenyl;

R^{3d} , at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{3e} , C_{3-6} alkenyl substituted with 0-3 R^{3e} , C_{3-6} alkynyl substituted with 0-3 R^{3e} , a C_{3-10} carbocyclic residue substituted with 0-3 R^{3e} , and a $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e} ;

20 R^{3e} , at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{3f}R^{3f}$, and $(CH_2)_r$ phenyl;

25 R^{3f} , at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

30 R^{3g} is selected from $(CHR)_qOH$, $(CHR)_qSH$, $(CHR)_qOR^{3d}$, $(CHR)_qS(O)_pR^{3d}$, $(CHR)_rC(O)R^{3b}$, $(CHR)_qNR^{3a}R^{3a}$, $(CHR)_rC(O)NR^{3a}R^{3a}$, $(CHR)_rC(O)NR^{3a}OR^{3d}$,

(CHR)_qSO₂NR^{3a}R^{3a}, (CHR)_rC(O)OR^{3d}, and a (CHR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{3e};

5 R, at each occurrence, is independently selected from H, C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, (CHR)_rC(O)NR^{3a}R^{3a}, and (CHR)_rC(O)OR^{3d}, and (CH₂)_rphenyl substituted with R^{3e};

10 R⁴, at each occurrence, is selected from C₁₋₈ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, Br, I, F, NO₂, CN, (CR'R')_rNR^{4a}R^{4a}, (CR'R')_rOH, (CR'R')_rO(CR'R')_rR^{4d}, (CR'R')_rSH, (CR'R')_rC(O)H, (CR'R')_rS(CR'R')_rR^{4d}, (CR'R')_rC(O)OH, (CR'R')_rC(O)(CR'R')_rR^{4b}, (CR'R')_rC(O)NR^{4a}R^{4a},
15 (CR'R')_rNR^{4f}C(O)(CR'R')_rR^{4b}, (CR'R')_rC(O)O(CR'R')_rR^{4d}, (CR'R')_rOC(O)(CR'R')_rR^{4b}, (CR'R')_rNR^{4f}C(O)O(CR'R')_rR^{4d}, (CR'R')_rOC(O)NR^{4a}R^{4a}, (CR'R')_rNR^{6a}C(S)NR^{6a}(CR'R')_rR^{6d}, (CR'R')_rNR^{4a}C(O)NR^{4a}R^{4a}, (CR'R')_rC(=NR^{4f})NR^{4a}R^{4a},
20 (CR'R')_rNHC(=NR^{4f})NR^{4f}R^{4f}, (CR'R')_rS(O)_p(CR'R')_rR^{4b}, (CR'R')_rS(O)₂NR^{4a}R^{4a}, (CR'R')_rNR^{6f}S(O)₂NR^{6a}R^{6a}, (CR'R')_rNR^{4f}S(O)₂(CR'R')_rR^{4b}, C₁₋₆ haloalkyl, C₂₋₈ alkenyl substituted with 0-3 R', C₂₋₈ alkynyl substituted with 0-3 R', and (CR'R')_rphenyl
25 substituted with 0-3 R^{4e};

alternatively, two R⁴ on adjacent atoms on R¹ may join to form a cyclic acetal;

30 R^{4a}, at each occurrence, is independently selected from H, methyl substituted with 0-1R^{4g}, C₂₋₆ alkyl substituted with 0-2 R^{5e}, C₃₋₈ alkenyl substituted with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2 R^{5e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with

0-5 R^{4e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{4e};

5 R^{4b}, at each occurrence, is selected from C₁₋₆ alkyl substituted with 0-2 R^{5e}, C₃₋₈ alkenyl substituted with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2 R^{5e}, a (CH₂)_rC₃₋₆ carbocyclic residue substituted with 0-3 R^{4e}, and a (CH₂)_r-5-6 membered heterocyclic system
10 containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{4e};

R^{4d}, at each occurrence, is selected from C₃₋₈ alkenyl substituted with 0-2 R^{5e}, C₃₋₈ alkynyl substituted
15 with 0-2 R^{5e}, methyl, CF₃, C₂₋₆ alkyl substituted with 0-3 R^{4e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{4e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{4e};

20 R^{4e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{4f}R^{4f}, and (CH₂)_rphenyl;

25 R^{4f}, at each occurrence, is selected from H, C₁₋₅ alkyl, and C₃₋₆ cycloalkyl, and phenyl;

30 R^{4g} is independently selected from -C(O)R^{4b}, -C(O)OR^{4d}, -C(O)NR^{4f}R^{4f}, and (CH₂)_rphenyl;

R⁵, at each occurrence, is selected from C₁₋₈ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, Br, I, F, NO₂, CN, (CR'R')_rNR^{5a}R^{5a}, (CR'R')_rOH,
35 (CR'R')_rO(CR'R')_rR^{5d}, (CR'R')_rSH, (CR'R')_rC(O)H,

$(CR'R')_rS(CR'R')_rR^{5d}$, $(CR'R')_rC(O)OH$,
 $(CR'R')_rC(O)(CR'R')_rR^{5b}$, $(CR'R')_rC(O)NR^{5a}R^{5a}$,
 $(CR'R')_rNR^{5f}C(O)(CR'R')_rR^{5b}$, $(CR'R')_rC(O)O(CR'R')_rR^{5d}$,
 $(CR'R')_rOC(O)(CR'R')_rR^{5b}$, $(CR'R')_rNR^{5f}C(O)O(CR'R')_rR^{5d}$,
5 $(CR'R')_rOC(O)NR^{5a}R^{5a}$, $(CR'R')_rNR^{5a}C(O)NR^{5a}R^{5a}$,
 $(CR'R')_rC(=NR^{5f})NR^{5a}R^{5a}$, $(CR'R')_rNHC(=NR^{5f})NR^{5f}R^{5f}$,
 $(CR'R')_rS(O)_p(CR'R')_rR^{5b}$, $(CR'R')_rS(O)_2NR^{5a}R^{5a}$,
 $(CR'R')_rNR^{5a}S(O)_2NR^{5a}R^{5a}$, $(CR'R')_rNR^{5f}S(O)_2(CR'R')_rR^{5b}$,
 C_{1-6} haloalkyl, C_{2-8} alkenyl substituted with 0-3 R' ,
10 C_{2-8} alkynyl substituted with 0-3 R' , and
 $(CR'R')_r$ phenyl substituted with 0-3 R^{5e} ;

alternatively, two R^5 on adjacent atoms on R^2 may join to
form a cyclic acetal;

15 R^{5a} , at each occurrence, is independently selected from H,
methyl substituted with 0-1 R^{5g} , C_{2-6} alkyl
substituted with 0-2 R^{5e} , C_{3-8} alkenyl substituted
with 0-2 R^{5e} , C_{3-8} alkynyl substituted with 0-2 R^{5e} ,
20 a $(CH_2)_rC_{3-10}$ carbocyclic residue substituted with
0-5 R^{5e} , and a $(CH_2)_{r-5-10}$ membered heterocyclic
system containing 1-4 heteroatoms selected from N,
O, and S, substituted with 0-2 R^{5e} ;

25 R^{5b} , at each occurrence, is independently selected from
 C_{1-6} alkyl substituted with 0-2 R^{5e} , C_{3-8} alkenyl
substituted with 0-2 R^{5e} , C_{3-8} alkynyl substituted
with 0-2 R^{5e} , a $(CH_2)_rC_{3-6}$ carbocyclic residue
substituted with 0-3 R^{5e} , and a $(CH_2)_{r-5-6}$ membered
30 heterocyclic system containing 1-4 heteroatoms
selected from N, O, and S, substituted with 0-2 R^{5e} ;

R^{5d} , at each occurrence, is independently selected from
 C_{3-8} alkenyl substituted with 0-2 R^{5e} , C_{3-8} alkynyl

substituted with 0-2 R^{5e} , methyl, CF_3 , C_{2-6} alkyl
substituted with 0-3 R^{5e} , a $(CH_2)_r$ - C_{3-10} carbocyclic
residue substituted with 0-3 R^{5e} , and a $(CH_2)_r$ -5-6
membered heterocyclic system containing 1-4
heteroatoms selected from N, O, and S, substituted
with 0-3 R^{5e} ;

R^{5e} , at each occurrence, is selected from C_{1-6} alkyl, C_{2-8}
alkenyl, C_{2-8} alkynyl, $(CH_2)_r$ - C_{3-6} cycloalkyl, Cl, F,
Br, I, CN, NO_2 , $(CF_2)_r$ - CF_3 , $(CH_2)_r$ - OC_{1-5} alkyl, OH, SH,
 $(CH_2)_r$ - SC_{1-5} alkyl, $(CH_2)_r$ - $NR^{5f}R^{5f}$, and $(CH_2)_r$ -phenyl;

R^{5f} , at each occurrence, is selected from H, C_{1-5} alkyl,
and C_{3-6} cycloalkyl, and phenyl;

R^{5g} is independently selected from $-C(O)R^{5b}$, $-C(O)OR^{5d}$,
 $-C(O)NR^{5f}R^{5f}$, and $(CH_2)_r$ -phenyl;

R' , at each occurrence, is selected from H, C_{1-6} alkyl,
 C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_r$ - C_{3-6} cycloalkyl, and
 $(CH_2)_r$ -phenyl substituted with R^{5e} ;

R^6 , is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6}
alkynyl, $(CRR)_q$ -OH, $(CRR)_q$ -SH, $(CRR)_q$ - OR^{6d} ,
 $(CRR)_q$ - $S(O)_p$ - R^{6d} , $(CRR)_r$ - $C(O)R^{6b}$, $(CRR)_r$ - $NR^{6a}R^{6a}$,
 $(CRR)_r$ - $C(O)NR^{6a}R^{6a}$, $(CRR)_r$ - $C(O)NR^{6a}OR^{6d}$, (CRR) - $SO_2NR^{6a}R^{6a}$,
 $(CRR)_r$ - $C(O)OR^{6d}$, a $(CRR)_r$ - C_{3-10} carbocyclic residue
substituted with 0-5 R^{6e} , and a $(CRR)_r$ -5-10 membered
heterocyclic system containing 1-4 heteroatoms
selected from N, O, and S, substituted with 0-3 R^{6e} ;

alternatively, R^6 and R^7 join to form a C_{3-6} cycloalkyl
substituted with 0-2 R^{6g} , a 5-6 membered ring lactam
substituted with 0-2 R^{6g} , or a 5-6 membered ring
lactone substituted with 0-2 R^{6g} ;

R^{6a}, at each occurrence, is independently selected from H, methyl, C₂₋₆ alkyl substituted with 0-3 R^{6e}, C₃₋₈ alkenyl substituted with 0-3 R^{6e}, C₃₋₈ alkynyl substituted with 0-3 R^{6e}, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{6e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

R^{6b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-3 R^{6e}, C₂₋₈ alkenyl substituted with 0-3 R^{6e}, C₂₋₈ alkynyl substituted with 0-3 R^{6e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{6e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

R^{6d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{6e}, C₃₋₆ alkenyl substituted with 0-3 R^{6e}, C₃₋₆ alkynyl substituted with 0-3 R^{6e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{6e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

R^{6e}, at each occurrence, is independently selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{6f}R^{6f}, and (CH₂)_rphenyl;

R^{6f}, at each occurrence, is independently selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

5 R^{6g} is selected from (CHR)_qOH, (CHR)_qSH, (CHR)_qOR^{6d}, (CHR)_qS(O)_pR^{6d}, (CHR)_rC(O)R^{6b}, (CHR)_qNR^{6a}R^{6a}, (CHR)_rC(O)NR^{6a}R^{6a}, (CHR)_rC(O)NR^{6a}OR^{6d}, (CHR)_qSO₂NR^{6a}R^{6a}, (CHR)_rC(O)OR^{6d}, and a (CHR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{6e};

10

R⁷, is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{7d}, (CRR)_qS(O)_pR^{7d}, (CRR)_rC(O)R^{7b}, (CRR)_rNR^{7a}R^{7a}, (CRR)_rC(O)NR^{7a}R^{7a}, (CRR)_rC(O)NR^{7a}OR^{7d}, (CRR)_qSO₂NR^{7a}R^{7a}, (CRR)_rC(O)OR^{7d}, a (CRR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{7e}, and a (CRR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

15

20

R^{7a}, at each occurrence, is independently selected from H, methyl, C₂₋₆ alkyl substituted with 0-3 R^{7e}, C₃₋₈ alkenyl substituted with 0-3 R^{7e}, C₃₋₈ alkynyl substituted with 0-3 R^{7e}, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{7e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

25

30 R^{7b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-3 R^{7e}, C₂₋₈ alkenyl substituted with 0-3 R^{7e}, C₂₋₈ alkynyl substituted

with 0-3 R^{7e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{7e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

5

R^{7d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{7e}, C₃₋₆ alkenyl substituted with 0-3 R^{7e}, C₃₋₆ alkynyl substituted with 0-3 R^{7e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{7e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

10

R^{7e}, at each occurrence, is independently selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{7f}R^{7f}, and (CH₂)_rphenyl;

15

R^{7f}, at each occurrence, is independently selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

20

R⁸ is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, (CRR)_rOH, (CRR)_rSH, (CRR)_rOR^{8d}, (CRR)_rS(O)_pR^{8d}, (CRR)_rC(O)R^{8b}, (CRR)_rNR^{8a}R^{8a}, (CRR)_rC(O)NR^{8a}R^{8a}, (CRR)_rC(O)NR^{8a}OR^{8d}, (CRR)_rSO₂NR^{8a}R^{8a}, (CRR)_rC(O)OR^{8d}, a (CRR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{8e}, and a (CRR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

25

30

alternatively, R⁸ and R⁹ join to form a C₃₋₆ cycloalkyl substituted with 0-2 R^{8g}, a 5-6 membered ring lactam substituted with 0-2 R^{8g}, or a 5-6 membered ring lactone substituted with 0-2 R^{8g};

5

R^{8a}, at each occurrence, is independently selected from H, methyl, C₂₋₆ alkyl substituted with 0-3 R^{8e}, C₃₋₈ alkenyl substituted with 0-3 R^{8e}, C₃₋₈ alkynyl substituted with 0-3 R^{8e}, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{8e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

10

15 R^{8b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-3 R^{8e}, C₂₋₈ alkenyl substituted with 0-3 R^{8e}, C₂₋₈ alkynyl substituted with 0-3 R^{8e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{8e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

20

R^{8d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{8e}, C₃₋₆ alkenyl substituted with 0-3 R^{8e}, C₃₋₆ alkynyl substituted with 0-3 R^{8e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{8e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

25

30

R^{8e}, at each occurrence, is independently selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆

cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃,
 (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅
 alkyl, (CH₂)_rNR^{8f}R^{8f}, and (CH₂)_rphenyl;

- 5 R^{8f}, at each occurrence, is independently selected from H,
 C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

R^{8g} is selected from (CHR)_qOH, (CHR)_qSH, (CHR)_qOR^{8d},
 (CHR)_qS(O)_pR^{8d}, (CHR)_rC(O)R^{8b}, (CHR)_qNR^{8a}R^{8a},
 10 (CHR)_rC(O)NR^{8a}R^{8a}, (CHR)_rC(O)NR^{8a}OR^{8d},
 (CHR)_qSO₂NR^{8a}R^{8a}, (CHR)_rC(O)OR^{8d}, and a (CHR)_r-C₃₋₁₀
 carbocyclic residue substituted with 0-5 R^{8e};

R⁹ is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆
 15 alkynyl, (CRR)_rOH, (CRR)_rSH, (CRR)_rOR^{9d},
 (CRR)_rS(O)_pR^{9d}, (CRR)_rC(O)R^{9b}, (CRR)_rNR^{9a}R^{9a},
 (CRR)_rC(O)NR^{9a}R^{9a}, (CRR)_rC(O)NR^{9a}OR^{9d},
 (CRR)_rSO₂NR^{9a}R^{9a}, (CRR)_rC(O)OR^{9d}, a (CRR)_r-C₃₋₁₀
 carbocyclic residue substituted with 0-5 R^{9e}, and a
 20 (CRR)_r-5-10 membered heterocyclic system containing
 1-4 heteroatoms selected from N, O, and S,
 substituted with 0-3 R^{9e};

R^{9a}, at each occurrence, is independently selected from H,
 25 methyl, C₂₋₆ alkyl substituted with 0-3 R^{9e}, C₃₋₈
 alkenyl substituted with 0-3 R^{9e}, C₃₋₈ alkynyl
 substituted with 0-3 R^{9e}, (CH₂)_rC₃₋₆ cycloalkyl, a
 (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5
 R^{9e}, and a (CH₂)_r-5-10 membered heterocyclic system
 30 containing 1-4 heteroatoms selected from N, O, and
 S, substituted with 0-3 R^{9e};

R^{9b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-3 R^{9e}, C₂₋₈ alkenyl substituted with 0-3 R^{9e}, C₂₋₈ alkynyl substituted with 0-3 R^{9e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{9e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e};

R^{9d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{9e}, C₃₋₆ alkenyl substituted with 0-3 R^{9e}, C₃₋₆ alkynyl substituted with 0-3 R^{9e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{9e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e};

R^{9e}, at each occurrence, is independently selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{9f}R^{9f}, and (CH₂)_rphenyl;

R^{9f}, at each occurrence, is independently selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

R¹⁰ is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, (CRR)_rOH, (CRR)_rSH, (CRR)_rOR^{10d}, (CRR)_rS(O)_pR^{10d}, (CRR)_rC(O)R^{10b}, (CRR)_rNR^{10a}R^{10a}, (CRR)_rC(O)NR^{10a}R^{10a}, (CRR)_rC(O)NR^{10a}OR^{10d}, (CRR)_rSO₂NR^{10a}R^{10a}, (CRR)_rC(O)OR^{10d}, a (CRR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{10e}, and a (CRR)_r-5-10 membered heterocyclic system containing

1-4 heteroatoms selected from N, O, and S,
substituted with 0-3 R^{10e};

alternatively, R¹⁰ and R¹¹ join to form a C₃₋₆ cycloalkyl
5 substituted with 0-2 R^{10g}, a 5-6 membered ring lactam
substituted with 0-2 R^{10g}, or a 5-6 membered ring
lactone substituted with 0-2 R^{10g};

R^{10a}, at each occurrence, is independently selected from
10 H, methyl, C₂₋₆ alkyl substituted with 0-3 R^{10e}, C₃₋₈
alkenyl substituted with 0-3 R^{10e}, C₃₋₈ alkynyl
substituted with 0-3 R^{10e}, (CH₂)_rC₃₋₆ cycloalkyl, a
(CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5
R^{10e}, and a (CH₂)_r-5-10 membered heterocyclic system
15 containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R^{10e};

R^{10b}, at each occurrence, is independently selected from
C₁₋₆ alkyl substituted with 0-3 R^{10e}, C₂₋₈ alkenyl
20 substituted with 0-3 R^{10e}, C₂₋₈ alkynyl substituted
with 0-3 R^{10e}, a (CH₂)_r-C₃₋₆ carbocyclic residue
substituted with 0-2 R^{10e}, and a (CH₂)_r-5-6 membered
heterocyclic system containing 1-4 heteroatoms
selected from N, O, and S, substituted with 0-3 R^{10e};

25 R^{10d}, at each occurrence, is independently selected from
H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3
R^{10e}, C₃₋₆ alkenyl substituted with 0-3 R^{10e}, C₃₋₆
alkynyl substituted with 0-3 R^{10e}, a C₃₋₁₀
30 carbocyclic residue substituted with 0-3 R^{10e}, and a
(CH₂)_r-5-6 membered heterocyclic system containing

1-4 heteroatoms selected from N, O, and S,
substituted with 0-3 R^{10e};

R^{10e}, at each occurrence, is independently selected from
C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆
cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃,
(CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅
alkyl, (CH₂)_rNR^{10f}R^{10f}, and (CH₂)_rphenyl;

R^{10f}, at each occurrence, is independently selected from
H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

R^{10g} is selected from (CHR)_qOH, (CHR)_qSH, (CHR)_qOR^{10d},
(CHR)_qS(O)_pR^{10d}, (CHR)_rC(O)R^{10b}, (CHR)_qNR^{10a}R^{10a},
(CHR)_rC(O)NR^{10a}R^{10a}, (CHR)_rC(O)NR^{10a}OR^{10d},
(CHR)_qSO₂NR^{10a}R^{10a}, (CHR)_rC(O)OR^{10d}, and a (CHR)_r-C₃₋₁₀
carbocyclic residue substituted with 0-5 R^{10e};

R¹¹, is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆
alkynyl, (CRR)_rOH, (CRR)_rSH, (CRR)_rOR^{11d},
(CRR)_rS(O)_pR^{11d}, (CRR)_rC(O)R^{11b}, (CRR)_rNR^{11a}R^{11a},
(CRR)_rC(O)NR^{11a}R^{11a}, (CRR)_rC(O)NR^{11a}OR^{11d},
(CRR)_rSO₂NR^{11a}R^{11a}, (CRR)_rC(O)OR^{11d}, a (CRR)_r-C₃₋₁₀
carbocyclic residue substituted with 0-5 R^{11e}, and a
(CRR)_r-5-10 membered heterocyclic system containing
1-4 heteroatoms selected from N, O, and S,
substituted with 0-3 R^{11e};

R^{11a}, at each occurrence, is independently selected from
H, methyl, C₂₋₆ alkyl substituted with 0-3 R^{11e}, C₃₋₈
alkenyl substituted with 0-3 R^{11e}, C₃₋₈ alkynyl
substituted with 0-3 R^{11e}, (CH₂)_rC₃₋₆ cycloalkyl, a
(CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5

R^{11e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

5 R^{11b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-3 R^{11e}, C₂₋₈ alkenyl substituted with 0-3 R^{11e}, C₂₋₈ alkynyl substituted with 0-3 R^{11e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{11e}, and a (CH₂)_r-5-6 membered
10 heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3
15 R^{11e}, C₃₋₆ alkenyl substituted with 0-3 R^{11e}, C₃₋₆ alkynyl substituted with 0-3 R^{11e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{11e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S,
20 substituted with 0-3 R^{11e};

R^{11e}, at each occurrence, is independently selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃,
25 (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{11f}R^{11f}, and (CH₂)_rphenyl;

R^{11f}, at each occurrence, is independently selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

30 R¹² is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{12d},

$(\text{CRR})_q\text{S}(\text{O})_p\text{R}^{12d}$, $(\text{CRR})_r\text{C}(\text{O})\text{R}^{12b}$, $(\text{CRR})_r\text{NR}^{12a}\text{R}^{12a}$,
 $(\text{CRR})_r\text{C}(\text{O})\text{NR}^{12a}\text{R}^{12a}$, $(\text{CRR})_r\text{C}(\text{O})\text{NR}^{12a}\text{OR}^{12d}$,
 $(\text{CRR})_q\text{SO}_2\text{NR}^{12a}\text{R}^{12a}$, $(\text{CRR})_r\text{C}(\text{O})\text{OR}^{12d}$, a $(\text{CRR})_r\text{-C}_{3-10}$
carbocyclic residue substituted with 0-5 R^{12e} , and a
5 $(\text{CRR})_r\text{-5-10}$ membered heterocyclic system containing
1-4 heteroatoms selected from N, O, and S,
substituted with 0-3 R^{12e} ;

R^{12a} , at each occurrence, is independently selected from
10 H, methyl, C_{2-6} alkyl substituted with 0-3 R^{12e} , C_{3-8}
alkenyl substituted with 0-3 R^{12e} , C_{3-8} alkynyl
substituted with 0-3 R^{12e} , $(\text{CH}_2)_r\text{C}_{3-6}$ cycloalkyl, a
 $(\text{CH}_2)_r\text{-C}_{3-10}$ carbocyclic residue substituted with 0-5
 R^{12e} , and a $(\text{CH}_2)_r\text{-5-10}$ membered heterocyclic system
15 containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R^{12e} ;

R^{12b} , at each occurrence, is independently selected from
 C_{1-6} alkyl substituted with 0-3 R^{12e} , C_{2-8} alkenyl
20 substituted with 0-3 R^{12e} , C_{2-8} alkynyl substituted
with 0-3 R^{12e} , a $(\text{CH}_2)_r\text{-C}_{3-6}$ carbocyclic residue
substituted with 0-2 R^{12e} , and a $(\text{CH}_2)_r\text{-5-6}$ membered
heterocyclic system containing 1-4 heteroatoms
selected from N, O, and S, substituted with 0-3 R^{12e} ;

R^{12d} , at each occurrence, is independently selected from
H, methyl, $-\text{CF}_3$, C_{2-6} alkyl substituted with 0-3
 R^{12e} , C_{3-6} alkenyl substituted with 0-3 R^{12e} , C_{3-6}
alkynyl substituted with 0-3 R^{12e} , a C_{3-10}
30 carbocyclic residue substituted with 0-3 R^{12e} , and a
 $(\text{CH}_2)_r\text{-5-6}$ membered heterocyclic system containing

1-4 heteroatoms selected from N, O, and S,
substituted with 0-3 R^{12e};

R^{12e}, at each occurrence, is independently selected from
C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆
cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃,
(CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅
alkyl, (CH₂)_rNR^{12f}R^{12f}, and (CH₂)_rphenyl;

R^{12f}, at each occurrence, is selected from H, C₁₋₆ alkyl,
and C₃₋₆ cycloalkyl;

R¹⁴ and R^{14a} are independently selected from H, and
C₁₋₄alkyl substituted with 0-1 R^{14b},

alternatively, R¹⁴ and R^{14a} can join to form a C₃₋₆
cycloalkyl;

R^{14b}, at each occurrence, is independently selected from
-OH, -SH, -NR^{14c}R^{14c}, -C(O)NR^{14c}R^{14c}, -NHC(O)R^{14c} and
phenyl;

R^{14c} is selected from H, C₁₋₄ alkyl and C₃₋₆ cycloalkyl;

R¹⁵ is selected from H, C₁₋₄ alkyl, and C₃₋₆ cycloalkyl;

R¹⁶ is selected from H, C₁₋₄ alkyl substituted with 0-3
R^{16a}, and C₃₋₆ cycloalkyl substituted with 0-3 R^{16a};

R^{16a} is selected from C₁₋₄ alkyl, -OH, -SH, -NR^{16c}R^{16c},
-C(O)NR^{16c}R^{16c}, and -NHC(O)R^{16c};

R^{16c} is selected from H, C₁₋₄ alkyl and C₃₋₆ cycloalkyl;

R¹⁷ is selected from H, C₁₋₄ alkyl, and C₃₋₄ cycloalkyl;

n is selected from 1 and 2;

5 1 is selected from 0 and 1;

m is selected from 0 and 1;

p, at each occurrence, is selected from 0, 1, or 2;

10

q, at each occurrence, is selected from 1, 2, 3, or 4;
and

r, at each occurrence, is selected from 0, 1, 2, 3, or 4.

15

3. The compound of claim 2, wherein:

R¹⁴ and R^{14a} are H;

20 R¹⁵ is H; and

n is 1.

4. The compound of claim 3, wherein:

25

R¹⁶ is selected from H, C₁₋₄ alkyl substituted with 0-1

R^{16a}, wherein the alkyl is selected from methyl,
ethyl, propyl, i-propyl, butyl, i-butyl, and s-
butyl, and C₃₋₄ cycloalkyl substituted with 0-3 R^{16a}
30 wherein the cycloalkyl is selected from cyclopropyl
and cyclobutyl;

R^{16a} is selected from methyl, ethyl, propyl, i-propyl,
-OH, -SH, -NR^{16c}R^{16c}, -C(O)NR^{16c}R^{16c}, and -NHC(O)R^{16c};
35 and

R¹⁷ is selected from H, methyl, ethyl, propyl, and i-propyl.

5.) The compound of claim 4, wherein:

R⁹ and R¹¹ are H; and

R⁸ and R¹⁰ are independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue wherein the carbocyclic residue is selected from cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl and naphthyl.

(6.) The compound of claim 5, wherein:

R³ is selected from (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{3d}, (CRR)_qS(O)_pR^{3d}, (CRR)_rC(O)R^{3b}, (CRR)_qNR^{3a}R^{3a}, (CRR)_rC(O)NR^{3a}R^{3a}, (CRR)_rC(O)NR^{3a}OR^{3d}, (CRR)_qSO₂NR^{3a}R^{3a}, (CRR)_rC(O)OR^{3d}, a (CRR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{3e}, and a (CRR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e} wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, piperidinyl, pyrrazolyl, pyrrolidinyl, tetrahydrofuranyl, tetrahydrothiophenyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl;

R⁶ is selected from H, (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{6d}, (CRR)_qS(O)_pR^{6d}, (CRR)_rC(O)R^{6b}, (CRR)_qNR^{6a}R^{6a},

$(\text{CRR})_r\text{C}(\text{O})\text{NR}^{6a}\text{R}^{6a}$, $(\text{CRR})_r\text{C}(\text{O})\text{NR}^{6a}\text{OR}^{6d}$,
 $(\text{CRR})_q\text{SO}_2\text{NR}^{6a}\text{R}^{6a}$, $(\text{CRR})_r\text{C}(\text{O})\text{OR}^{6d}$, a $(\text{CRR})_r\text{-C}_{6-10}$
carbocyclic residue substituted with 0-5 R^{6e} , and a
5 1-4 heteroatoms selected from N, O, and S,
substituted with 0-6 R^{6e} wherein the heterocyclic
system is selected from pyridinyl, thiophenyl,
furanyl, indazolyl, benzothiazolyl, benzimidazolyl,
10 benzothiophenyl, benzofuranyl, benzoxazolyl,
benzisoxazolyl, quinolinyl, isoquinolinyl,
imidazolyl, indolyl, indolinyl, isoindolyl,
isothiadiazolyl, isoxazolyl, piperidinyl,
pyrrolidinyl, tetrahydrofuranyl,
15 tetrahydrothiophenyl, 1,2,4-triazolyl, 1,2,6-
triazolyl, tetrazolyl, thiadiazolyl, thiazolyl,
oxazolyl, pyrazinyl, and pyrimidinyl;

R^7 is H;

20 R^{12} is selected from H, methyl, ethyl, and propyl;

alternatively, R^3 and R^{12} join to form a C_{3-6} cycloalkyl
substituted with 0-2 R^{3g} , a C_{5-6} lactam substituted
with 0-2 R^{3g} , or a C_{5-6} lactone substituted with 0-2
25 R^{3g} .

7. The compound of claim 6, wherein:

R^1 is selected from phenyl substituted with 0-3 R^4 and a
30 5-10 membered heteroaryl system substituted with 0-3
 R^4 , wherein the heteroaryl is selected from
benzimidazolyl, benzofuranyl, benzothiofuranyl,
benzoxazolyl, benzthiazolyl, benztriazolyl,
benztetrazolyl, benzisoxazolyl, benzisothiazolyl,
35 benzimidazolonyl, cinnolinyl, furanyl, imidazolyl,
indazolyl, indolyl, isoquinolinyl isothiazolyl,

isoxazolyl, oxazolyl, pyrazinyl, pyrazolyl,
pyridazinyl, pyridinyl, pyrimidinyl, pyrrolyl,
quinazolinyl, quinolinyl, thiazolyl, thienyl, and
tetrazolyl;

5
R² is selected from phenyl substituted with 0-3 R⁵ and a
5-10 membered heteroaryl system containing 1-4
heteroatoms substituted with 0-3 R⁵, wherein the
heteroaryl system is selected from benzimidazolyl,
10 benzofuranyl, benzothiofuranyl, benzoxazolyl,
benzthiazolyl, benztriazolyl, benztetrazolyl,
benzisoxazolyl, benzisothiazolyl, benzimidazolonyl,
cinnolinyl, furanyl, imidazolyl, indazolyl, indolyl,
isoquinolinyl isothiazolyl, isoxazolyl, oxazolyl,
15 pyrazinyl, pyrazolyl, pyridazinyl, pyridinyl,
pyrimidinyl, pyrrolyl, quinazolinyl, quinolinyl,
thiazolyl, thienyl, and tetrazolyl.

8. The compound of claim 7, wherein:

20 X is CHR¹⁶R¹⁷;

R⁴, at each occurrence, is selected from C₁₋₈ alkyl, C₂₋₈
alkenyl, C₂₋₈ alkynyl, (CR'R')_rC₃₋₆ cycloalkyl, Cl,
25 Br, I, F, NO₂, CN, (CR'R')_rNR^{4a}R^{4a}, (CR'R')_rOH,
(CR'R')_rOR^{4d}, (CR'R')_rSH, (CR'R')_rSR^{4d},
(CR'R')_rC(O)OH, (CR'R')_rC(O)R^{4b}, (CR'R')_rC(O)NR^{4a}R^{4a},
(CR'R')_rNR^{4f}C(O)R^{4b}, (CR'R')_rC(O)OR^{4d},
(CR'R')_rOC(O)R^{4b}, (CR'R')_rNR^{4f}C(O)OR^{4d},
30 (CR'R')_rOC(O)NR^{4a}R^{4a}, (CR'R')_rNR^{4a}C(O)NR^{4a}R^{4a},
(CR'R')_rS(O)_pR^{4b}, (CR'R')_rS(O)₂NR^{4a}R^{4a},
(CR'R')_rNR^{4f}S(O)₂R^{4b}, (CR'R')_rNR^{4f}S(O)₂NR^{4a}R^{4a}, C₁₋₆
haloalkyl, and (CR'R')_rphenyl substituted with 0-3
R^{4e};

alternatively, two R⁴ on adjacent atoms join to form
-O-(CH₂)-O-;

5 R^{4a}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, and a (CH₂)_r-C₃₋₆ carbocyclic residue selected from cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl;

10 R^{4b}, at each occurrence, is selected from methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-3 R^{4e}, wherein the carbocyclic residue is selected from
15 cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{4e}, wherein the heterocyclic system is selected from pyridinyl, thiophenyl,
20 furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, piperidinyl,
25 pyrrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl;

R^{4d}, at each occurrence, is selected from H, methyl, CF₃,
30 ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, and a (CH₂)_r-C₃₋₆ carbocyclic residue selected from cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl;

35 R^{4e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_r-C₃₋₆ cycloalkyl, Cl, F,

Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH,
(CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{4f}R^{4f}, and (CH₂)_rphenyl;

R^{4f}, at each occurrence, is selected from H, methyl,
ethyl, propyl, i-propyl, butyl, and cyclopropyl,
cyclobutyl, and phenyl;

R⁵, at each occurrence, is selected from methyl, ethyl,
propyl, i-propyl, butyl, i-butyl, s-butyl, t-butyl,
pentyl, hexyl, (CR'R')_rC₃₋₆ cycloalkyl, Cl, Br, I, F,
NO₂, CN, (CR'R')_rNR^{5a}R^{5a}, (CR'R')_rOH, (CR'R')_rOR^{5d},
(CR'R')_rSH, (CR'R')_rC(O)H, (CR'R')_rSR^{5d},
(CR'R')_rC(O)OH, (CR'R')_rC(O)R^{5b}, (CR'R')_rC(O)NR^{5a}R^{5a},
(CR'R')_rNR^{5f}C(O)R^{5b}, (CR'R')_rC(O)OR^{5d},
(CR'R')_rOC(O)R^{5b}, (CR'R')_rNR^{5f}C(O)OR^{5d},
(CR'R')_rOC(O)NR^{5a}R^{5a}, (CR'R')_rNR^{5a}C(O)NR^{5a}R^{5a},
(CR'R')_rNR^{7a}C(O)NR^{7a}R^{7a}, (CR'R')_rNR^{7a}C(O)O(CR'R')_rR^{7d},
(CR'R')_rS(O)_pR^{5b}, (CR'R')_rS(O)₂NR^{5a}R^{5a},
(CR'R')_rNR^{5f}S(O)₂R^{5b}, C₁₋₆ haloalkyl, and
(CHR')_rphenyl substituted with 0-3 R^{5e};

alternatively, two R⁵ on adjacent atoms join to form
-O-(CH₂)-O-;

R^{5a}, at each occurrence, is independently selected from H,
methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-
butyl, t-butyl, pentyl, hexyl, allyl, propargyl, and
a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with
0-1 R^{5e}, wherein the carbocyclic residue is selected
from cyclopropyl, cyclobutyl, cyclopentyl,
cyclohexyl, phenyl and naphthyl;

R^{5b}, at each occurrence, is selected from methyl, ethyl,
propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl,
pentyl, hexyl, allyl, propargyl, a (CH₂)_r-C₃₋₆
carbocyclic residue selected from cyclopropyl,

cyclobutyl, cyclopentyl, cyclohexyl, and phenyl; and
a $(\text{CH}_2)_r$ -5-6 membered heterocyclic system containing
1-4 heteroatoms selected from N, O, and S, wherein
the heterocyclic system is selected from pyridinyl,
thiophenyl, furanyl, indazolyl, azetidyl,
benzothiazolyl, benzimidazolyl, benzothiophenyl,
benzofuranyl, benzoxazolyl, benzisoxazolyl,
quinolinyl, isoquinolinyl, imidazolyl, indolyl,
indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl,
morphlinyl, piperidinyl, pyrrolyl, 2,5-
dihydropyrrolyl, pyrrazolyl, 1,2,4-triazolyl, 1,2,3-
triazolyl, tetrazolyl, thiadiazolyl, thiazolyl,
oxazolyl, pyrazinyl, and pyrimidinyl;

R^{5d} , at each occurrence, is selected from H, methyl, CF_3 ,
ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-
butyl, pentyl, hexyl, allyl, propargyl, and a $(\text{CH}_2)_r$ -
 C_{3-6} carbocyclic residue selected from cyclopropyl,
cyclobutyl, cyclopentyl and cyclohexyl;

R^{5e} , at each occurrence, is selected from C_{1-6} alkyl, C_{2-8}
alkenyl, C_{2-8} alkynyl, $(\text{CH}_2)_r\text{C}_{3-6}$ cycloalkyl, Cl, F,
Br, I, CN, NO_2 , $(\text{CF}_2)_r\text{CF}_3$, $(\text{CH}_2)_r\text{OC}_{1-5}$ alkyl, OH, SH,
 $(\text{CH}_2)_r\text{SC}_{1-5}$ alkyl, $(\text{CH}_2)_r\text{NR}^{4f}\text{R}^{4f}$, and $(\text{CH}_2)_r\text{phenyl}$; and

R^{5f} , at each occurrence, is selected from H, methyl,
ethyl, propyl, i-propyl, butyl, and cyclopropyl,
cyclobutyl, and phenyl.

9. The compound of claim 8, wherein:

R^5 is selected from methyl, ethyl, propyl, i-propyl,
butyl, i-butyl, s-butyl, pentyl, hexyl, CF_3 , CF_2CF_3 ,
 CF_2H , OCF_3 , Cl, Br, I, F, SCF_3 , $\text{NR}^{5a}\text{R}^{5a}$, $\text{NHC}(\text{O})\text{OR}^{5a}$,
 $\text{NHC}(\text{O})\text{R}^{5b}$, and $\text{NHC}(\text{O})\text{NHR}^{5a}$; and

R^{12} is selected from H and methyl.

10. A compound of claim 9, wherein:

Z is -C(O)-;

X is -CHR¹⁶NR¹⁷-;

R¹ is selected from phenyl substituted with 0-3 R⁴, and a 5-10 membered heteroaryl system substituted with 0-2 R⁴, wherein the heteroaryl is selected from indolyl, and pyridyl;

R² is phenyl substituted with 0-2 R⁵;

R³ is selected from (CRR)_qOH, (CRR)_qOR^{3d}, (CH₂)_rC(O)OH, (CH₂)_rC(O)NR^{3a}R^{3a}, (CHR)_rC(O)NR^{3a}OR^{3d}, (CH₂)_rC(O)R^{3b}, (CH₂)_rC(O)OR^{3d}, and (CH₂)-phenyl;

alternatively, R³ and R¹² join to form cyclopropyl, cyclopentyl or cyclohexyl;

R^{3a} is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, t-butyl, allyl, CH₂CF₃, C(CH₃)CH₂CH₂OH, cyclopropyl, 1-methylcyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl, and benzyl;

R^{3b} is selected from pyrrolidinyl, pyrrolid-3-enyl, and morpholinyl;

R^{3d} is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl and benzyl;

R is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, pentyl, neopentyl, phenyl and benzyl;

R⁴ is selected from methyl, ethyl, propyl, i-propyl,
butyl, ethylene, OCH₃, OCF₃, SCH₃, SO₂CH₃, Cl, F, Br,
CN;

5 alternatively, two R⁴ join to form -O-(CH₂)-O-;

R⁶ is selected from H, methyl, ethyl, propyl, i-propyl,
butyl, C(O)OCH₃, C(O)NHCH₂CH₃;

10 R⁷, R⁹, and R¹¹ are H;

R⁸ is H;

R¹⁰ is selected from H and methyl;

15

R¹⁶ is selected from H and methyl;

R¹⁷ is selected from H and methyl;

20 m is 0 or 1;

l is 0 or 1

r is 0 or 1; and

25

q is 1.

11. The compound of claim 1, wherein

30 R³ is H; and

R⁶, is selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆
alkynyl, (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{6d},

(CRR)_qS(O)_pR^{6d}, (CRR)_rC(O)R^{6b}, (CRR)_rNR^{6a}R^{6a},

35

(CRR)_rC(O)NR^{6a}R^{6a}, (CRR)_rC(O)NR^{6a}OR^{6d}, (CRR)SO₂NR^{6a}R^{6a},

(CRR)_rC(O)OR^{6d}, a (CRR)_r-C₃₋₁₀ carbocyclic residue

substituted with 0-5 R^{6e}, and a (CRR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e}.

5 12. The compound of claim 11, wherein

R¹⁴ and R^{14a} are H;

R¹⁵ is H;

10

n is 1;

R¹⁶ is selected from H, C₁₋₄ alkyl substituted with 0-1 R^{16a}, wherein the alkyl is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, and s-butyl, and C₃₋₄ cycloalkyl substituted with 0-3 R^{16a} wherein the cycloalkyl is selected from cyclopropyl and cyclobutyl;

15

20 R^{16a} is selected from methyl, ethyl, propyl, i-propyl, -OH, -SH, -NR^{16c}R^{16c}, -C(O)NR^{16c}R^{16c}, and -NHC(O)R^{16c};

R¹⁷ is selected from H, methyl, ethyl, propyl, and i-propyl;

25

R⁹ and R¹¹ are H; and

R⁸ and R¹⁰ are independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue wherein the carbocyclic residue is selected from cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl and naphthyl.

30

13. The compound of claim 12, wherein

35

X is CHR¹⁶R¹⁷;

R⁵ is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, pentyl, hexyl, CF₃, CF₂CF₃, CF₂H, OCF₃, Cl, Br, I, F, SCF₃, NR^{5a}R^{5a}, NHC(O)OR^{5a}, NHC(O)R^{5b}, and NHC(O)NHR^{5a}; and

5

R¹² is selected from H and methyl;

Z is -C(O)-;

10 R¹ is selected from phenyl substituted with 0-3 R⁴, and a 5-10 membered heteroaryl system substituted with 0-2 R⁴, wherein the heteroaryl is selected from indolyl, and pyridyl;

15 R² is phenyl substituted with 0-2 R⁵;

R³ is selected from (CRR)_qOH, (CRR)_qOR^{3d}, (CH₂)_rC(O)OH, (CH₂)_rC(O)NR^{3a}R^{3a}, (CHR)_rC(O)NR^{3a}OR^{3d}, (CH₂)C(O)R^{3b}, (CH₂)_rC(O)OR^{3d}, and (CH₂)-phenyl;

20

alternatively, R³ and R¹² join to form cyclopropyl, cyclopentyl or cyclohexyl;

25 R^{3a} is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, t-butyl, allyl, CH₂CF₃, C(CH₃)CH₂CH₂OH, cyclopropyl, 1-methylcyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl, and benzyl;

30 R^{3b} is selected from pyrrolidinyl, pyrrolid-3-enyl, and morpholinyl;

R^{3d} is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl and benzyl;

35

R is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, pentyl, neopentyl, phenyl and benzyl;

5 R⁴ is selected from methyl, ethyl, propyl, i-propyl, butyl, ethylene, OCH₃, OCF₃, SCH₃, SO₂CH₃, Cl, F, Br, CN;

alternatively, two R⁴ join to form -O-(CH₂)-O-;

10

R⁶ is selected from H, methyl, ethyl, propyl, i-propyl, butyl, C(O)OCH₃, C(O)NHCH₂CH₃;

R⁷, R⁹, and R¹¹ are H;

15

R⁸ is H;

R¹⁰ is selected from H and methyl;

20

R¹⁶ is selected from H and methyl;

R¹⁷ is selected from H and methyl;

m is 0 or 1;

25

l is 0 or 1

r is 0 or 1; and

30

q is 1.

14. The compound of claim 1, wherein the compound is selected from :

35

Methyl (2*S*)-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanoate;

Methyl (2*R*)-3-[[(2,4-dimethylphenyl)methyl]amino]-2-
[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanoate;

5 (2*S*)-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanoic acid;

10 (2*S*)-*N*-Methyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-
[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

15 (2*S*)-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

20 (2*R*)-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

(2*S*)-*N*-Ethyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-
[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

25 (2*S*)-*N*-Benzyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-
[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

30 (2*S*)-*N*-Isopropyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-
[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

35 (2*S*)-*N*-*tert*-Butyl-3-[[(2,4-dimethylphenyl)methyl]amino]-
2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

(2*S*)-*N*-Cyclopropyl-3-[[(2,4-dimethylphenyl)methyl]amino]-
2-[[[[3-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

5 (2*S*)-*N*-Cyclobutyl-3-[[(2,4-dimethylphenyl)methyl]amino]-
2-[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

10 (2*S*)-*N*-Phenyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-
[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

15 (2*S*)-*N,N*-Dimethyl-3-[[(2,4-dimethylphenyl)methyl]amino]-
2-[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

20 (2*S*)-*N*-Methyl,*N*-methoxy-3-[[(2,4-
dimethylphenyl)methyl]amino]-2-[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

25 Methyl (2*S*)-3-[[(4-chlorophenyl)methyl]amino]-2-[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanoate;

30 (2*S*)-3-[[(4-chlorophenyl)methyl]amino]-2-[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

(2*S*)-*N*-Ethyl-3-[[(4-chlorophenyl)methyl]amino]-2-[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

35 Methyl (2*S*)-3-[[(1*S/R*)-1-(4-chlorophenyl)ethyl]amino]-2-
[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanoate;

Methyl (2*S*)-3-[[(1*S*/*R*)-1-(2,4-dimethylphenyl)ethyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanoate;

5

Methyl (2*S*)-3-[(1*H*-indol-3-ylmethyl)amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanoate;

10

(2*S*)-3-[(1*H*-indol-3-ylmethyl)amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

Methyl (2*S*)-3-[(1,3-benzodioxol-5-ylmethyl)amino]-2-

15

[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanoate;

Methyl (2*S*)-3-[[(4-bromophenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-

20

propanoate;

Methyl (2*S*)-2-[[[2-[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanoate;

25

Methyl (2*S*)-2-[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanoate;

30

(2*S*)-2-[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

35 *N*-[2-[[(1*S*)-2-[[(2,4-dimethylphenyl)methyl]amino]-1-(hydroxymethyl)ethyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[[(1*R*)-2-[[[(2,4-dimethylphenyl)methyl]amino]-1-(hydroxymethyl)ethyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

5 *N*-[2-[[[(1*S*, 2*S/R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxypropyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

10 *tert*-Butyl (3*R*)-4-[[[(2,4-dimethylphenyl)methyl]amino]-3-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanoate;

15 *N*-[2-[[[(1*R*)-2-[[[(2,4-dimethylphenyl)methyl]amino]-1-(phenylmethyl)ethyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

20 (2*S*)-*N*-*tert*-Butyl-2-[[[2-[[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

25 (2*S*)-*N*-*tert*-Butyl-2-[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

30 (2*S*)-*N*-*tert*-Butyl-3-[[[(4-bromo, 2-methylphenyl)methyl]amino]-2-[[[2-[[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

35 (2*S*)-*N*-*tert*-Butyl-2-[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[[(4-bromo, 2-methylphenyl)methyl]amino]-propanamide;

N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-3-

(methyl)butyl]amino]-2-oxoethyl]-3-
(trifluoromethyl)benzamide;

5 *N*-[2-[[(1*S*, 2*R*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-3-
(methyl)butyl]amino]-2-oxoethyl]-3-
(trifluoromethyl)benzamide;

10 *N*-[2-[[(1*S*, 2*S*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-
(phenyl)ethyl]amino]-2-oxoethyl]-3-
(trifluoromethyl)benzamide;

15 *N*-[2-[[(1*S*, 2*R*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-
(phenyl)ethyl]amino]-2-oxoethyl]-3-
(trifluoromethyl)benzamide;

20 *N*-[2-[[(1*S*, 2*S*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-3-
(phenyl)propyl]amino]-2-oxoethyl]-3-
(trifluoromethyl)benzamide;

25 *N*-[2-[[(1*S*, 2*R*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-3-
(phenyl)propyl]amino]-2-oxoethyl]-3-
(trifluoromethyl)benzamide;

30 *N*-[2-[[(1*S*, 2*S*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-
(methyl)pentyl]amino]-2-oxoethyl]-3-
(trifluoromethyl)benzamide;

35 *N*-[2-[[(1*S*, 2*R*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-
(methyl)pentyl]amino]-2-oxoethyl]-3-
(trifluoromethyl)benzamide;

N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)butyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

5

N-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)butyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

10

N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)butyl]amino]-2-oxoethyl]-2-[[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

15

N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)butyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

20

N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-(methyl)pentyl]amino]-2-oxoethyl]-2-[[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

25

N-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-(methyl)pentyl]amino]-2-oxoethyl]-2-[[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

30

N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-(methyl)pentyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

35

N-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-
(methyl)pentyl]amino]-2-oxoethyl]-2-amino-5-
(trifluoromethyl)benzamide;

5

N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-4,4-dimethyl-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-3-
(trifluoromethyl)benzamide;

10

N-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-4,4-dimethyl-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-3-
(trifluoromethyl)benzamide;

15

N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-3-
(trifluoromethyl)benzamide;

20

N-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-3-
(trifluoromethyl)benzamide;

25

N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[[(1,1-
dimethylethoxy)carbonyl]amino]-5-
(trifluoromethyl)benzamide;

30

N-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[[(1,1-
dimethylethoxy)carbonyl]amino]-5-
(trifluoromethyl)benzamide;

35

N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-

(hydroxy)pentyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

5 *N*-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

10 *N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-3-amino-5-(trifluoromethyl)benzamide;

15 *N*-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-3-amino-5-(trifluoromethyl)benzamide;

20 *N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[(ethylamino) carbonyl]amino]-5-(trifluoromethyl)benzamide;

25 *N*-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[(ethylamino) carbonyl]amino]-5-(trifluoromethyl)benzamide;

30 *N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[(isopropylamino) carbonyl]amino]-5-(trifluoromethyl)benzamide;

35 *N*-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-

[[(isopropylamino) carbonyl] amino] -5-
(trifluoromethyl) benzamide;

5 *N*-[2-[[(1*S*, 2*S*)-1-[[[(2,4-
dimethylphenyl)methyl] amino] methyl]-2-
(hydroxy)pentyl] amino]-2-oxoethyl]-2-[(1-
pyrrolidinylcarbonyl) amino]-5-
(trifluoromethyl) benzamide;

10 *N*-[2-[[(1*S*, 2*S*)-1-[[[(2,4-
dimethylphenyl)methyl] amino] methyl]-2-
(hydroxy)pentyl] amino]-2-oxoethyl]-2-[(1-
azetidiny carbonyl) amino]-5-
(trifluoromethyl) benzamide;

15 *N*-[2-[[(1*S*, 2*S*)-1-[[[(2,4-
dimethylphenyl)methyl] amino] methyl]-2-
(hydroxy)pentyl] amino]-2-oxoethyl]-2-
[[(methylamino) carbonyl] amino]-5-
20 (trifluoromethyl) benzamide;

N-[2-[[(1*S*, 2*R*)-1-[[[(2,4-
dimethylphenyl)methyl] amino] methyl]-2-
(hydroxy)pentyl] amino]-2-oxoethyl]-2-[[(4-
25 morpholinylcarbonyl)] amino]-5-
(trifluoromethyl) benzamide;

N-[2-[[(1*S*, 2*R*)-1-[[[(2,4-
dimethylphenyl)methyl] amino] methyl]-2-
30 (hydroxy)pentyl] amino]-2-oxoethyl]-2-[[(1-
piperazinylcarbonyl)] amino]-5-
(trifluoromethyl) benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(4-ethylphenyl)methyl] amino] methyl]-
35 2-(hydroxy)pentyl] amino]-2-oxoethyl]-2-[[(1,1-
dimethylethoxy) carbonyl] amino]-5-
(trifluoromethyl) benzamide;

N-[2-[[[(1*S*, 2*S*)-1-[[[(4-ethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

5 *N*-[2-[[[(1*S*, 2*S*)-1-[[[(4-ethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[[(isopropylamino) carbonyl]amino]-5-(trifluoromethyl)benzamide;

10 *N*-[2-[[[(1*S*, 2*S*)-1-[[[(4-ethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[(4-morpholinylcarbonyl)amino]-5-(trifluoromethyl)benzamide;

15 *N*-[2-[[[(1*S*, 2*S*)-1-[[[(4-dimethylamino-2-methylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[[(1,1-dimethylethoxy) carbonyl]amino]-5-(trifluoromethyl)benzamide;

20 *N*-[2-[[[(1*S*, 2*S*)-1-[[[(4-dimethylamino-2-methylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

25 *N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-(*tert*-butyl)amino-5-(trifluoromethyl)benzamide;

30 *N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-isopropylamino-5-(trifluoromethyl)benzamide;

35 *N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-benzylamino-5-(trifluoromethyl)benzamide;

N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(methoxy)pentyl]amino]-2-oxoethyl]-2-[[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(methoxy)pentyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

N-[2-[[[(*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-(methyl)propyl]amino]-2-oxoethyl]-2-[[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

N-[2-[[[(*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-(methyl)propyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

N-[2-[[[(*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-(ethyl)butyl]amino]-2-oxoethyl]-2-[[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

N-[2-[[[(*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-(ethyl)butyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

N-[2-[[[(*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-(propyl)pentyl]amino]-2-oxoethyl]-2-[[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

N-[2-[[[(*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-(propyl)pentyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

N-[2-[[*(S)*-2-[[*(2,4*-dimethylphenyl)methyl]amino]-1-(hydroxycyclopentyl)ethyl]amino]-2-oxoethyl]-2-[[*(1,1*-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

5

N-[2-[[*(S)*-1-[[*(S)*-2-[[*(2,4*-dimethylphenyl)methyl]amino]-1-(hydroxycyclopentyl)ethyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

10 *(2S)*-*N*-*tert*-Butyl-3-[[*(2,4*-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethoxy)benzoyl]amino]acetyl]amino]-propanamide;

15 *(2S)*-*N*-*tert*-Butyl-3-[[*(2,4*-dimethylphenyl)methyl]amino]-2-[[[[3-(difluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

20 *(2S)*-*N*-*tert*-Butyl-3-[[*(2,4*-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethylthio)benzoyl]amino]acetyl]amino]-propanamide;

25 *(2S)*-*N*-*tert*-Butyl-3-[[*(2,4*-dimethylphenyl)methyl]amino]-2-[[[[3-(pentafluoroethyl)benzoyl]amino]acetyl]amino]-propanamide;

30 *(2S)*-*N*-*tert*-Butyl-2-[[[[2-amino-5-(trifluoromethoxy)benzoyl]amino]acetyl]amino]-3-[[*(2,4*-dimethylphenyl)methyl]amino]-propanamide;

35 *(2S)*-*N*-*tert*-Butyl-2-[[[[2-amino-5-(methyl)benzoyl]amino]acetyl]amino]-3-[[*(2,4*-dimethylphenyl)methyl]amino]-propanamide;

(2S)-*N*-*tert*-Butyl-3-[[*(2,4*-dimethylphenyl)methyl]amino]-2-[[[[2-ethylamino-5-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

(2S)-N-tert-Butyl-3-[[(2,4-dimethylphenyl)methyl]amino]-
2-[[[2-propylamino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

(2S)-N-tert-Butyl-3-[[(2,4-dimethylphenyl)methyl]amino]-
2-[[[2-isobutylamino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

(2S)-N-tert-Butyl-2-[[[2-butylamino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-
[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2S)-N-tert-Butyl-2-[[[2-cyclohexylamino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-
[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2S)-N-tert-Butyl-3-[[(2,4-dimethylphenyl)methyl]amino]-
2-[[[2-isopropylamino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

(2S)-N-tert-Butyl-3-[[(2,4-dimethylphenyl)methyl]amino]-
2-[[[2-(tert-butyl)amino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

(2S)-N-tert-Butyl-3-[[(2,4-dimethylphenyl)methyl]amino]-
2-[[[2-(methylaminocarbonyl)amino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

(2S)-N-tert-Butyl-3-[[(2,4-dimethylphenyl)methyl]amino]-
2-[[[2-(isopropoxycarbonyl)amino-5-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

5 (2*S*)-*N*-*tert*-Butyl-3-[[(2,4-dimethylphenyl)methyl]amino]-
2-[[[2-(isopropylaminocarbonyl)amino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

10 (2*S*)-*N*-*tert*-Butyl-2-[[[2-(cyclohexylcarbonyl)amino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-
[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

15 (2*S*)-*N*-*tert*-Butyl-2-[[[2-benzylamino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-
[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

20 (2*S*)-*N*-*tert*-Butyl-2-[[[2-(*para*-chloro)benzylamino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-
[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[2-[(*beta*-naphthyl)methyl]amino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-
[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

25 (2*S*)-*N*-*tert*-Butyl-2-[[[2-(*meta*-methyl)benzylamino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-
[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

30 (2*S*)-*N*-*tert*-Butyl-2-[[[2-(*para*-methyl)benzylamino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-
[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

35 (2*S*)-*N*-*tert*-Butyl-2-[[[2-(*ortho*-methyl)benzylamino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-
[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(2,4-dimethylphenyl)methyl]amino]-
2-[[[2-(*para*-trifluoromethyl)benzylamino-5-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[3-amino-5-

5 (trifluoromethyl)benzoyl]amino]acetyl]amino]-3-
[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[3-benzylamino-5-

10 (trifluoromethyl)benzoyl]amino]acetyl]amino]-3-
[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[3-methylamino-5-

15 (trifluoromethyl)benzoyl]amino]acetyl]amino]-3-
[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[3-ethylamino-5-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-
[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

20 (2*S*)-*N*-*tert*-Butyl-2-[[[3-isobutylamino-5-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-
[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[3-propylamino-5-

25 (trifluoromethyl)benzoyl]amino]acetyl]amino]-3-
[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[3-butylamino-5-

30 (trifluoromethyl)benzoyl]amino]acetyl]amino]-3-
[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[3-(trifluoromethylcarbonyl)amino-

5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-
[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

35

(2*S*)-*N*-*tert*-Butyl-2-[[[3-(ethoxycarbonyl)amino-5-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-
[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2S)-2-[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[2-methyl-4-bromophenyl)methyl]amino]-propanamide;

5 (2S)-2-[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[4-bromophenyl)methyl]amino]-propanamide;

10 (2S)-N-tert-Butyl-3-[[4-methylphenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

15 (2S)-N-tert-Butyl-3-[[4-bromophenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

20 (2S)-N-tert-Butyl-3-[[4-bromo-2-methylphenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

25 (2S)-N-tert-Butyl-3-[[4-methoxyphenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

30 (2S)-N-tert-Butyl-3-[[4-methoxy-2-methylphenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2S)-N-tert-Butyl-3-[[2-methoxypyridin-5-yl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

35 (2S)-N-tert-Butyl-3-[[2,3-dimethyl-4-methoxyphenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2S)-N-tert-Butyl-3-[[(4-methylthiophenyl)methyl]amino]-
2-[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

5

(2S)-N-tert-Butyl-3-[[(4-
methylsulfonylphenyl)methyl]amino]-2-[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

10

(2S)-N-tert-Butyl-3-[[(4-
trifluoromethoxyphenyl)methyl]amino]-2-[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

15

(2S)-N-tert-Butyl-3-[[(3-amino-4-
methylphenyl)methyl]amino]-2-[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

20

(2S)-N-tert-Butyl-3-[[(indol-3-yl)methyl]amino]-2-[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

25

(2S)-N-tert-Butyl-3-[[(2-methylphenyl)methyl]amino]-2-
[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

30

(2S)-N-tert-Butyl-3-[[(2-ethylphenyl)methyl]amino]-2-
[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

35

(2R)-N-Ethyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-
[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

(2R)-N-tert-Butyl-3-[[(2,4-dimethylphenyl)methyl]amino]-
2-[[[3-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

5 (2R)-N-[(2-methyl)hydroxyprop-2-yl]-3-[[(2,4-
dimethylphenyl)methyl]amino]-2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

10 (2S)-N-tert-Amyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-
[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

15 (2S)-N-[(2-methyl)hydroxyprop-2-yl]-3-[[(2,4-
dimethylphenyl)methyl]amino]-2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

20 (2S)-N-[(1-methyl)cycloprop-1-yl]-3-[[(2,4-
dimethylphenyl)methyl]amino]-2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

25 (2S)-N-Cyclopentyl-3-[[(2,4-dimethylphenyl)methyl]amino]-
2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

30 (2S)-N-Cyclohexyl-3-[[(2,4-dimethylphenyl)methyl]amino]-
2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

35 (2S)-N-(β,β,β -Trifluoro)ethyl-3-[[(2,4-
dimethylphenyl)methyl]amino]-2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

(2*S*)-*N*-Allyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-
[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

5 (2*S*)-*N*-Cyclopropylmethyl-3-[[(2,4-
dimethylphenyl)methyl]amino]-2-[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

10 *N*-[2-[[(2*S*)-3-[[(2,4-dimethylphenyl)methyl]amino]-1-
(pyrrolid-3-enyl)-1-oxopropyl-2-amino]-2-oxoethyl]-
3-(trifluoromethyl)benzamide;

15 *N*-[2-[[(2*S*)-3-[[(2,4-dimethylphenyl)methyl]amino]-1-
(pyrrolidinyl)-1-oxopropyl-2-amino]-2-oxoethyl]-3-
(trifluoromethyl)benzamide;

20 *N*-[2-[[(2*S*)-3-[[(2,4-dimethylphenyl)methyl]amino]-1-
(morpholinyl)-1-oxopropyl-2-amino]-2-oxoethyl]-3-
(trifluoromethyl)benzamide;

(2*S*)-*N*-Isobutyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-
[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

25 (2*S*)-*N*-*sec*-Butyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-
[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

30 (2*S*)-*N*-*tert*-Butyl-4-[[(2,4-dimethylphenyl)methyl]amino]-
3-[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
butanamide;

35 (2*S*,3*R*)-*N*-Ethyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-
[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-
butanamide;

(2*S*,3*R*)-*N*-Ethyl-3-[[(4-bromophenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanamide;

5 Methyl (2*R*)-2-[[(2,4-dimethylphenyl)methyl]amino]-3-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanoate;

10 (2*R*)-*N*-Ethyl-2-[[(2,4-dimethylphenyl)methyl]amino]-3-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

15 Methyl (2*S*)-4-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanoate;

20 (2*S*)-4-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanamide;

(2*S*)-*N*-Ethyl-4-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanamide;

25 (2*S*)-*N*-Ethyl-4-[[(2,4-dimethylphenyl)methyl]methyamino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanamide;

30 (2*S*)-*N*-*tert*-Butyl-2-[[[2-[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-4-[[(2,4-dimethylphenyl)methyl]amino]-butanamide;

35 (2*S*)-*N*-*tert*-Butyl-2-[[[2-[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-4-[[(2,4-dimethylphenyl)methyl]methyamino]-butanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-4-[[(2,4-dimethylphenyl)methyl]amino]-butanamide;

5

(2*S*)-*N*-*tert*-Butyl-2-[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-4-[[(2,4-dimethylphenyl)methyl]methylamino]-butanamide;

10

(2*S*)-*N*-*tert*-Butyl-2-[[[3-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-4-[[(2,4-dimethylphenyl)methyl]amino]-butanamide;

15

(2*S*)-*N*-*tert*-Butyl-2-[[[3-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-4-[[(4-ethylphenyl)methyl]amino]-butanamide;

20

(2*S*)-*N*-*tert*-Butyl-4-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanamide;

25

(2*S*)-*N*-*tert*-Butyl-4-[[(4-ethylphenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanamide;

30

(2*S*)-*N*-Ethyl-5-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-pentanamide;

35

N-[2-[[(1*S*, 2*S*/*R*)-1-[[[(2,4-dimethylphenyl)methyl]methylamino]methyl]-2-hydroxy-3-(methyl)butyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]methylamino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-

[[(isopropylamino) carbonyl] amino] -5-
(trifluoromethyl) benzamide;

5 *N*-[2-[[(1*S*, 2*S*)-1-[[[(2,4-
dimethylphenyl)methyl]isopropylamino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2-
[[(isopropylamino) carbonyl] amino] -5-
(trifluoromethyl) benzamide;

10 *N*-[2-[[(1*S*, 2*S*)-1-[[[(4-
ethylphenyl)methyl]methylamino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2-
[[(isopropylamino) carbonyl] amino] -5-
(trifluoromethyl) benzamide;

15 *N*-[2-[[(1*S*, 2*S*)-1-[[[(4-
ethylphenyl)methyl]isopropylamino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2-
[[(isopropylamino) carbonyl] amino] -5-
20 (trifluoromethyl) benzamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(2,4-
dimethylphenyl)methyl]methylamino]-2-[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
25 propanamide;

N-[2-[[1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]cyclohexyl]amino]-
2-oxoethyl]-3-(trifluoromethyl) benzamide;

30 *N*-[2-[[1-[[[(4-
chlorophenyl)methyl]amino]methyl]cyclohexyl]amino]-
2-oxoethyl]-3-(trifluoromethyl) benzamide;

35 *N*-[2-[[1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]cyclopentyl]amino]
]-2-oxoethyl]-3-(trifluoromethyl) benzamide;

N-[2-[[1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]cyclopentyl]amino]-2-oxoethyl]-2-[[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

N-[2-[[1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]cyclopropyl]amino]-2-oxoethyl]-2-[[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

N-[2-[[1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]cyclopropyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;
and

(2*S*)-*N*-Ethyl-3-[[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-2-methyl-propanamide.

15. A pharmaceutical composition, comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of claim 1.

16. A method for modulation of chemokine or chemokine receptor activity comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

17. A method for modulation of MCP-1, MCP-2, MCP-3 and MCP-4, and MCP-5 activity that is mediated by the CCR2 receptor comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

18. A method for modulation of MCP-1 activity comprising administering to a patient in need thereof a

therapeutically effective amount of a compound of claim
1.

19. A method for treating or preventing disorders,
5 comprising administering to a patient in need thereof a
therapeutically effective amount of a compound of claims
1, said disorders being selected from osteoarthritis,
aneurism, fever, cardiovascular effects, Crohn's disease,
congestive heart failure, autoimmune diseases, HIV-
10 infection, HIV-associated dementia, psoriasis, idiopathic
pulmonary fibrosis, transplant arteriosclerosis,
physically- or chemically-induced brain trauma,
inflammatory bowel disease, alveolitis, colitis, systemic
lupus erythematosus, nephrotoxic serum nephritis,
15 glomerularnephritis, asthma, multiple sclerosis,
atherosclerosis, and rheumatoid arthritis.

20. The method for treating or preventing
disorders, of claim 19, wherein said disorders being
20 selected from psoriasis, idiopathic pulmonary fibrosis,
transplant arteriosclerosis, physically- or chemically-
induced brain trauma, inflammatory bowel disease,
alveolitis, colitis, systemic lupus erythematosus,
nephrotoxic serum nephritis, glomerularnephritis, asthma,
25 multiple sclerosis, atherosclerosis, and rheumatoid
arthritis.

21. The method for treating or preventing
disorders, of claim 20, wherein said disorders being
30 selected from alveolitis, colitis, systemic lupus
erythematosus, nephrotoxic serum nephritis,
glomerularnephritis, asthma, multiple sclerosis,
atherosclerosis, and rheumatoid arthritis.

22. The method for treating or preventing disorders, of claim 21, wherein said disorders being selected from asthma, multiple sclerosis, atherosclerosis, and rheumatoid arthritis.

5

23. A method for treating or preventing rheumatoid arthritis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

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24. A method for treating or preventing multiple sclerosis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

15

25. A method for treating or preventing atherosclerosis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

20

26. A method for treating or preventing asthma, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

25

27. A method for treating or preventing inflammatory diseases, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

30

28. A method for modulation of CCR2 activity comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.